GILMARTIN, POSTER & SHAFTO LLP

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ONE WILLIAM STREET

SURFACE TRANSPORTATION BOARD

NEW YORK, NEW YORK 10004

(212) 425-1560

CABLE ADDRESS

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HOWARD C. BUSCHMAN III PATRICK J GILMARTIN MICHAEL C. LAMBERT JOSEPH A. LENCZYCKI, JR. HAROLD S. POSTER ROBERT L. POSTER DONALD B. SHAFTO



December 27 2001

Via Express Mail

Vernon A. Williams Secretary, Surface Transportation Board 1925 K Street N.W.

Washington, D.C. 20423

Re: VICKI M. McALLISTER Transaction

Dear Mr. Secretary:

I am a member of the firm of Gilmartin, Poster & Shafto, attorneys representing Citicapital Commmercial Leasing Corporation in connection with a transaction involving the U.S. flag coastwise tug vessel, VICKI M. McALLISTER, Official Number 1112731.

I have enclosed an original and one counterpart of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are:

- (a) a Demise Charter ("Demise Charter") dated as of December 27, 2001, a primary document, between Citicapital Commercial Leasing Corporation as Shipowner, and McAllister Towing and Transportation Company, Inc., as Charterer, of the U.S. flag towing vessel named VICKI M. McALLISTER, Official Number 1112731; and
- (b) Bill of Sale ("Bill of Sale") dated as of December 27, 2001, a secondary document, executed by McAllister Towing and Transportation Company, Inc., as Seller, in favor of Citicapital Commercial Leasing, as Transferee, in respect of the U.S. flag towing vessel named VICKI M. McALLISTER, Official Number 1112731.

The names and addresses of the parties to the documents are as

follows:

Shipowner under the Demise Charter and Transferee under the Bill of Sale

CITICAPITAL COMMERCIAL LEASING CORPORATION (formerly known as Associates Leasing, Inc.) 250 East Carpenter Freeway Irving, Texas 75002

Attention: Robert Joven, Esq.
Associate General Counsel

Charterer under the Demise Charter and Seller in respect of the Bill of Sale

McALLISTER TOWING AND TRANSPORTATION COMPANY, INC. 17 Battery Place
New York, New York 10004

Attention: Brian McAllister, President

A description of the equipment covered by the documents follows:

U.S. flag towing vessel named VICKI M. McALLISTER, Builder's Hull No. 787, Official No. 1112731.

A fee of \$56.00 is enclosed. Please return the originals and any copies not needed by the Board for recordation to the undersigned at the address given in our letterhead.

A short summary of the documents to appear in the index follows:

With respect to the Demise Charter

Demise Charter dated as of December 27, 2001 between Citicapital Commercial Leasing Corporation, Shipowner, 250 East Carpenter Freeway, Irving, Texas 75002 and McAllister Towing and Transportation Company, Inc., Charterer, 17 Battery Place, New York, New York, 10004, in respect of the U.S. flag towing vessel named VICKI M. McALLISTER, Official No. 1112731.

With respect to the Bill of Sale

Bill of Sale dated as of December 27, 2001 as executed by McAllister Towing and Transportation Company, 17 Battery Place, New York, New York 10004, in favor of Citicapital Commercial Leasing Corporation, and covering the U.S. flag towing vessel named VICKI M. McALLISTER, Official No. 1112731.

Please sign and return to us the extra copy of this letter provided herewith for that purpose using the enclosed pre-addressed, postage paid envelope. Please indicate on that extra copy relevant recording information.

Very truly yours,

Donald B. Shafto, attorney for and representative in fact of

Shipowner

f "7				THIS SECTION FOR C	COAST GUARD USE ONLY		
DEPARTMENT OF TRANSPORTATION U.S. COAST GUARD CG-1340 (REV. 9-92)	BILL OF SALE				OVER SOUTH OF SOUTH		
1. VESSEL NAME		2. OFFICIAL NUMB OR HULL ID NUI	I .				
VICKI M. McALLISTER		1112731					
3. NAME(S) AND ADDRESS(ES)							
McAllister Towing an 17 Battery Place							
New York, NY 10004		RECORDED:					
,				воок:	PAGE:		
			F	PORT (IF NOT FILING I	PORT)		
3A. TOTAL INTEREST OWNED (I		OCUMENTATION OF	FICER				
4. NAME(S) AND ADDRESS(ES) OF BUYER(S) AND INTEREST TRANSFERRED TO EACH: Citicapital Commercial Leasing Corporation (formerly known as Associates Leasing, Inc.) 300 East Carpenter Freeway Irving, Texas 75062							
4A. TOTAL INTEREST TRANSFE	ERRED (100% UNLESS OTHE	RWISE SPECIFIED)	100 %	6			
4B. MANNER OF OWNERSHIP. UNLESS OTHERWISE STATED HEREIN, THIS BILL OF SALE CREATES A TENANCY IN COMMON, WITH EACH TENANT OWNING AN EQUAL UNDIVIDED INTEREST. CHECK ONLY ONE OF THE FOLLOWING BLOCKS TO SHOW ANOTHER FORM OF OWNERSHIP. JOINT TENANCY WITH RIGHT OF SURVIVORSHIP TENANCY BY THE ENTIRETIES COMMUNITY PROPERTY OTHER (DESCRIBE)							
5. CONSIDERATION RECEIVED:							
(ONE DOLLAR AND OTHER VALUABLE CONSIDERATION UNLESS OTHERWISE STATED) 6. I (WE) DO HEREBY SELL TO THE BUYER(S) NAMED ABOVE, THE RIGHT, TITLE AND INTEREST IDENTIFIED IN BLOCK 4 OF THIS BILL OF SALE, IN THE PROPORTION SPECIFIED HEREIN. VESSEL IS SOLD FREE AND CLEAR OF ALL LIENS, MORTGAGES, AND OTHER ENCUMBRANCES OF ANY KIND AND NATURE, EXCEPT AS							
STATED ON THE REVERSE HEREOF. VESSEL IS SOLD TOGETHER WITH AN EQUAL INTEREST IN THE MASTS, BOWSPRIT, SAILS, BOATS, ANCHORS, CABLES, TACKLE, FURNITURE, AND ALL OTHER NECESSARIES THERETO APPERTAINING AND BELONGING, EXCEPT AS STATED ON THE REVERSE HEREOF.							
7. SIGNATURES OF SELLER(S)	OR PERSON(S) SIGNING ON	BEHALF OF SELLER	(S).	8. DATE SIGN	IED		
True Im Oll	in				r 27, 2001		
9. NAME(S) OF PERSON(S) SIGNING ABOVE, AND LEGAL CAPACITY IN WHICH SIGNED (E.G., OWNER, AGENT, TRUSTEE, EXECUTOR)							
Eric M. McAllister, Vice President							
10. ACKNOWLEDGMENT (TO BE STATES TO TAKE OATHS.)	COMPLETED BY NOTARY P	UBLIC OR OTHER OF	FICIAL AUTHORIZE	D BY A LAW OF A S	STATE OR THE UNITED		
ON December 27, 2001	THE PERSOI	N(S) NAMED IN SECT	ON 9 ST	ATE: New York			
	EXECUTION OF THE FOREC		COUN	ΓY: New York	. '2		
CONTAINED.			NOTADY BURGO				
	BEVERLY F. REI Notary Public, State of No. 30-452338	New Y ofK''' 5	MY COMMISSION	EXPIRES July	31,2000		
PREVIOUS EDITION OBS	Commission Explais July	ork County	W 6	/- #1_MDD	SN 7530-00-F01-1020		

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REVERSE OF CG-1340 (REV. 9-92)					
	SEL HAS NEVER BEEN D	OCUMENTED AND DOES NOT HAVE A HULL IDENTIFICATION NUMBER.)			
VESSEL DATA					
A. BUILDER		B. BUILDER'S HULL NUMBER			
C. FORMER NAME(S)		D. FORMER MOTORBOAT NUMBERS			
E. FORMER ALIEN REGISTRATIONS					
F. DIMENSIONS: L=	B=	D=			
G. PERSON FROM WHOM SELLER OBTA	INED VESSEL				
		SIGNATURE OF SELLER			
	WARRANTIES/APPURTE	ENANCES/LIMITATIONS/EXCEPTIONS			
		NSTRUCTIONS			
1. INDICATE CURRENT DOCUMENTED NAME. (IF VESSEL HAS NEVER BEEN DOCUMENTED SELLER MUST COMPLETE AND SIGN DATA SECTION ABOVE.) 2. INDICATE OFFICIAL NUMBER AWARDED TO VESSEL OR HULL IDENTIFICATION NUMBER ASSIGNED BY MANUFACTURER. (IF THE VESSEL HAS NO HULL IDENTIFICATION NUMBER AND HAS NEVER BEEN DOCUMENTED, SELLER MUST COMPLETE AND SIGN THE VESSEL DATA SECTION ABOVE.) 3. INSERT NAMES AND ADDRESSES OF ALL PERSONS SELLING VESSEL, ALONG WITH TOTAL INTEREST OWNED BY THOSE PERSONS. IF MORE ROOM IS NEEDED, AN ATTACHMENT MAY BE MADE SHOWING THE ADDRESSES OF THE SELLERS. 3A. SELF-EXPLANATORY. 4. INSERT NAMES AND ADDRESSES OF ALL BUYERS, ALONG WITH THE INTEREST TRANSFERRED TO EACH. IF THERE IS MORE THAN ONE BUYER AND NO DIVISION OF INTEREST IS SHOWN, THIS BILL OF SALE WILL RESULT IN EACH BUYER HOLDING AN EQUAL INTEREST. (IF MORE ROOM IS NEEDED, AN ATTACHMENT MAY BE MADE SHOWING THE ADDRESSES OF THE BUYERS.) 4A. SELF-EXPLANATORY. 4B. CHECK ONE OF THE BLOCKS TO CREATE A FORM OF OWNERSHIP OTHER THAN A TENANCY IN COMMON. IF "OTHER" IS CHECKED, THE FORM OF OWNERSHIP MUST BE DESCRIBED. 5. OPTIONAL IF THE AMOUNT PAID FOR THE VESSEL IS INSERTED, IT WILL BE NOTED ON THE VESSEL'S GENERAL INDEX. 6. SELF-EXPLANATORY. USE "REMARKS" SECTION ABOVE IF VESSEL IS NOT SOLD FREE AND CLEAR, OR TO LIST VESSEL APPURTENANCES WHICH ARE NOT SOLD WITH THE VESSEL. 7. SELF-EXPLANATORY. 8. SHOW THE DATE ON WHICH THE INSTRUMENT IS SIGNED. 9. IN ADDITION TO THE PRINTED OR TYPED NAME OF THE SIGNER, SHOW WHETHER THAT PERSON WAS ACTING AS AN OWNER, AS AN AGENT FOR AN OWNER, AS TRUSTEE, AS THE PERSONAL REPRESENTATIVE OR EXECUTOR OF AN ESTATE, OR OTHER CAPACITY WHICH ENTITLED THAT PERSON TO SIGN THE BILL OF SALE. 10. ANY ACKNOWLEDGMENT IN SUBSTANTIAL COMPLIANCE WITH THE LAW OF THE STATE WHERE TAKEN MAY BE ATTACHED TO THIS INSTRUMENT IN LIEU OF THE PREPRINTED ACKNOWLEDGMENT.					
PRIVACY ACT STATEMENT					
IN ACCORDANCE WITH 5 USC 552(A), THE FOLL GUARD.	OWING INFORMATION IS PR	ROVIDED TO YOU WHEN SUPPLYING PERSONAL INFORMATION TO THE U.S. COAST			
1. AUTHORITY, SOLICITATION OF THIS INFORM	MATION IS AUTHORIZED BY 4	46 USC, CHAPTER 313 AND 46 CFR, PART 67.			
2. THE PRINCIPAL PURPOSES FOR WHICH THIS INSTRUMENT IS TO BE USED ARE:					
(A) TO PROVIDE A RECORD, AVAILABLE FOR PUBLIC INSPECTION AND COPYING, OF THE SALE OR OTHER CHANGE IN OWNERSHIP OF A VESSEL WHICH IS DOCUMENTED, WILL BE DOCUMENTED, OR HAS BEEN DOCUMENTED PURSUANT TO 46 USC, CHAPTER 121. (B) PLACEMENT OF THIS INSTRUMENT IN A BOOK FOR EXAMINATION BY GOVERNMENTAL AUTHORITIES AND MEMBERS OF THE GENERAL PUBLIC.					
3. THE ROUTINE USE WHICH MAY BE MADE OF THIS INFORMATION INCLUDES DEVELOPMENT OF STATISTICAL DATA CONCERNING DOCUMENTED VESSELS.					
4. DISCLOSURE OF THE INFORMATION REQUESTED ON THIS FORM IS VOLUNTARY. HOWEVER, FAILURE TO PROVIDE THE INFORMATION COULD PRECLUDE FILING OF A BILL OF SALE AND DOCUMENTATION OF THE VESSEL NAMED HEREIN PURSUANT TO 46 USC, CHAPTER 121. MOREOVER, BILLS OF SALE WHICH ARE NOT FILED ARE NOT DEEMED TO BE VALID AGAINST ANY PERSON EXCEPT THE GRANTOR OR A PERSON HAVING ACTUAL KNOWLEDGE OF THE SALE. (46 USC 31321(A)).					
THE COAST GUARD ESTIMATES THAT THE AVE	PAGE BLIDDEN FOR THIS FO	DAM IS 20 MINI ITES VOIL MAY SUBMIT ANY COMMENTS CONCEDING THE ACCURACY.			
OF THIS BURDEN ESTIMATE OR MAKE SUGGES	TIONS FOR REDUCING THE I	ORM IS 20 MINUTES. YOU MAY SUBMIT ANY COMMENTS CONCERNING THE ACCURACY BEAUTIER TO: COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20593- CARREST OF THE COMMANDANT (G-MVI), U.S. COAST GUARD, CARREST OF THE COAST (G-MVI), U.S. COAST GUARD, CARREST (G-MVI), U.S. COAST GU			